

Electronically Recorded

Tarrant County Texas

Official Public Records

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Electronically Recorded
Chesapeake Operating, Inc.

AMENDMENT TO OIL, GAS AND MINERAL LEASE

STATE OF TEXAS §
 § **KNOW ALL MEN BY THESE PRESENTS:**
COUNTY OF TARRANT §

WHEREAS, TXU Mineral Development Company I, L.P., whose address is 1601 Bryan, Dallas, TX 75201 executed that certain Oil, Gas and Mineral Lease dated June 4th, 2007 (the "Lease"), unto Dale Property Services, LLC, which Lease Memorandum is recorded as Document No. D207243135 of the Official Records of Tarrant County, Texas; and,

WHEREAS, TXU Mineral Development Company I, L.P., whose address is 1601 Bryan, Dallas, TX 75201 executed a Certificate of Conversion, Limited Partnership to Limited Liability Company, dated October 1st, 2007 into Luminant Mineral Development Company, LLC which is recorded in the Clerk's file as No. D207141472 of the Official Records of Tarrant County, Texas; and,

WHEREAS, Dale Property Services, LLC assigned the Lease unto Chesapeake Exploration, L.L.C., recorded as Document No. D207376397 of the Official Public Records of Tarrant County, Texas; and,

WHEREAS, Chesapeake Exploration, L.L.C. partially assigned the Lease under that certain Partial Assignment and Bill of Sale by and between Chesapeake Exploration, L.L.C., as assignor, and Wes-Tex Drilling Company, L.P., a Texas limited partnership, as assignee, recorded as Document No. D208127284 of the Official Public Records of Tarrant County, Texas; and,

WHEREAS, Chesapeake Exploration, L.L.C. partially assigned the Lease under that certain Partial Assignment and Bill of Sale by and between Chesapeake Exploration, L.L.C., as assignor, and Parallel Petroleum Corporation, as assignee, recorded as Document No. D208127284 of the Official Public Records of Tarrant County, Texas; and,

WHEREAS, There is a Partial Assignment by and between Chesapeake Exploration, L.L.C. as assignor and Total E&P USA, Inc. as assignee

WHEREAS, Parallel Petroleum, LLC is successor in interest to Parallel Petroleum Corporation; and,

WHEREAS, Lessor and Chesapeake Exploration, L.L.C., Parallel Petroleum, LLC, and Wes-Tex Drilling Company, L.P. (collectively "Lessee") now desire to amend said Exhibit B, provision 15 to the lease;

NOW, THEREFORE, the undersigned do hereby delete provision 15 in its entirety and in its place do hereby insert the following:

"The parties hereto acknowledge that this Lease covers numerous non-contiguous tracts of land (referred to individually herein as a "Tract" and collectively as the "Tracts"). Lessee may pool or unitize any Tract or Tracts in a unit with other acreage not covered by this Lease,

It is understood and agreed by all parties hereto that in all other respects, the Lease and the prior provisions thereto, shall remain in full force and effect. Furthermore, effective as of the date that this instrument was last acknowledged by the parties hereto as indicated below each of the undersigned does hereby adopt, ratify and confirm the Lease, as hereby amended, and Lessor does hereby lease, let, and demise to Lessee the lands covered by the Lease, pursuant to the terms and provisions of the Lease, as hereby amended.

The terms and provisions hereof shall be binding upon the parties hereto, their respective heirs, legatees, devisees, personal representatives, successors and assigns.

This instrument may be executed in counterparts and each of which as so executed shall be given the effect of the execution of the original instrument. If the counterparts of this instrument are executed, the signatures and acknowledgments of the parties, as affixed hereto, may be combined in, and treated and given effect for all purposes as a single instrument.

IN WITNESS WHEREOF, except as otherwise expressly provided herein, this instrument is dated and made effective for all purposes as of the 10th day of June, 2010 (the "Effective Date"), irrespective of the date the same was executed and acknowledged by the parties hereto.


LESSOR:

Luminant Mineral Development Company, LLC


By: H. Gene Reynolds, Jr
As: Attorney-in-Fact

LESSEE:

Chesapeake Exploration, L.L.C.
an Oklahoma limited liability company

By: 
Henry J. Hood
Senior Vice President – Land and Legal
& General Counsel

M.R.
Dec
2010

LESEE:

TOTAL E&P USA, INC., a Delaware corporation

By: 
Eric Bonnin, Vice President- Business Development and Strategy

LESSEE:

Parallel Petroleum, LLC
a Delaware Limited Liability Company


By: **John S. Rutherford**
As: **Vice President**

LESSEE:

Wes-Tex Drilling Company, L.P.
a Texas limited partnership

By: **Wes-Tex Holdings, LLC**
General Partner

By: **David Morris**
As: **Vice President**

ACKNOWLEDGEMENTS

THE STATE OF TEXAS §
 §
COUNTY OF _____ §

This instrument was acknowledged before me on this the _____ day of _____, 2010, by H. Gene Reynolds, Jr., as Attorney-in-Fact of Luminant Mineral Development Company, LLC.

Notary Public, State of Texas

(Stamp/Printed Name of Notary
and Date Commission Expires)

Printed Name

LESSEE:


Parallel Petroleum, LLC
a Delaware Limited Liability Company

By: John S. Rutherford
As: Vice President

LESSEE:

Wes-Tex Drilling Company, L.P.
a Texas limited partnership

By: Wes-Tex Holdings, LLC
General Partner



By: David Morris
As: Vice President

ACKNOWLEDGEMENTS

THE STATE OF TEXAS §
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COUNTY OF _____ §

This instrument was acknowledged before me on this the _____ day of _____, 2010, by H. Gene Reynolds, Jr., as Attorney-in-Fact of Luminant Mineral Development Company, LLC.

Notary Public, State of Texas

(Stamp/Printed Name of Notary
and Date Commission Expires)

Printed Name

LESSEE:

Parallel Petroleum, LLC
a Delaware Limited Liability Company

By: John S. Rutherford
As: Vice President

LESSEE:

Wes-Tex Drilling Company, L.P.
a Texas limited partnership

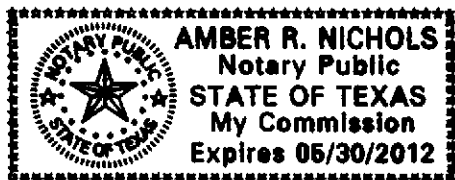
By: Wes-Tex Holdings, LLC
General Partner

By: David Morris
As: Vice President

ACKNOWLEDGEMENTS

THE STATE OF TEXAS §
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COUNTY OF Freestone §

This instrument was acknowledged before me on this the 16th day of April, 2010, by H. Gene Reynolds, Jr., as Attorney-in-Fact of Luminant Mineral Development Company, LLC.



(Stamp/Printed Name of Notary
and Date Commission Expires)

Amber R. Nichols
Notary Public, State of Texas

Amber R. Nichols

Printed Name

THE STATE OF OKLAHOMA §
COUNTY OF OKLAHOMA §

This instrument was acknowledged before me on this the 10th day of June 2010, by Henry J. Hood, Senior Vice President – Land and Legal & General Counsel of Chesapeake Exploration, L.L.C., an Oklahoma limited liability company on behalf of said company.



Brenda L. Johnson
Notary Public, State of ~~Texas~~ Oklahoma

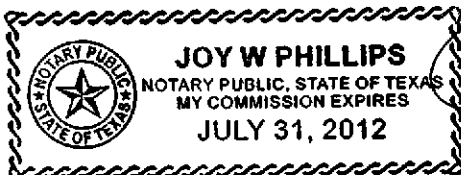
Brenda L. Johnson

(Stamp/Printed Name of Notary
and Date Commission Expires)

Printed Name

STATE OF TEXAS)
COUNTY OF HARRIS)

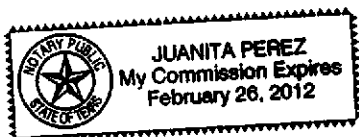
The foregoing instrument was acknowledged before me this 9th day of August, 2010, by Eric Bonnin as Vice President – Business Development and Strategy of TOTAL E&P USA, INC., a Delaware corporation, as the act and deed and behalf of such corporation.



Joy W. Phillips
Notary Public in and for the State of Texas

THE STATE OF TEXAS §
COUNTY OF MIDLAND §

This instrument was acknowledged before me on this the 30th day of April, 2010, by John S. Rutherford, Vice President of Parallel Petroleum LLC, a Delaware Limited Liability Company, on behalf of said company.



Juanita Perez
Notary Public, State of Texas

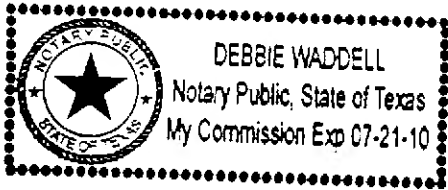
Juanita Perez

(Stamp/Printed Name of Notary
and Date Commission Expires)

Printed Name

THE STATE OF TEXAS §
 §
COUNTY OF TAYLOR §

This instrument was acknowledged before me on this the 27th day of April, 2010, by David Morris, Vice President of Wes-Tex Holdings, LLC, General Partner of Wes-Tex Drilling Company, LP, a Texas limited partnership, on behalf of said corporation



Debbie Waddell
Notary Public, State of Texas

(Stamp/Printed Name of Notary
and Date Commission Expires)

Printed Name

Record & Return To:
Chesapeake Operating, Inc.
P.O. Box 18496
Oklahoma City, OK 73154